

7248-A

RECORDATION NO.

ORIGINAL COUNTERPART  
NO. 5

OCT 16 1974 - 1:40 PM

~~INTERSTATE COMMERCE COMMISSION~~  
NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

SERIES W

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SUPPLEMENTAL AGREEMENT

Dated as of October 15, 1974

Supplementing

EQUIPMENT TRUST AGREEMENT

Dated as of December 1, 1973

Between

NORFOLK AND WESTERN RAILWAY COMPANY

And

FIRST PENNSYLVANIA BANK N.A., as Trustee

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## SUPPLEMENTAL AGREEMENT

AGREEMENT, dated as of October 15, 1974, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (the "Company"), and FIRST PENNSYLVANIA BANK N.A., a corporation existing under the laws of the United States, formerly The First Pennsylvania Banking and Trust Company (the "Trustee").

### R E C I T A L S

"Norfolk and Western Railway Equipment Trust, Series W," was created by an Equipment Trust Agreement dated as of December 1, 1973 (the "Trust Agreement"), between the Trustee and the Company, which provided that the railroad equipment described in the Trust Agreement (the "Trust Equipment") was to be acquired by the Trustee and leased to the Company.

The Trust Agreement also provides that if the aggregate final Cost (as defined in the Trust Agreement) of the Trust Equipment shall be less than 125% of the aggregate principal amount of trust certificates issued thereunder (the "Trust Certificates"), the Company will cause to be transferred to the Trustee additional Trust Equipment in such amount and of such cost that the aggregate final Cost of the Trust Equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder.

The Company has determined that the aggregate final Cost of the Trust Equipment specifically described in the Trust Agreement is less than 125% of the aggregate principal amount of Trust Certificates issued thereunder and now desires to cause to be transferred to the Trustee additional Trust Equipment.

\* \* \* \* \*

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the Company and the Trustee hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended to include therein the following additional units of Trust Equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>	
		<u>Unit</u>	<u>Total</u>
7	100-ton 52'6" gondola cars, numbered 189673 - 189679, both inclusive, Norfolk and Western Railway Company, builder	\$17,326	\$121,282

2. The Company shall cause this Supplemental Agreement to be recorded promptly with the Interstate Commerce Commission in the same manner as the Trust Agreement was recorded.

3. This Supplemental Agreement, which is dated for convenience as of October 15, 1974, may be executed in any number

of counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute a single instrument.

4. The Trust Equipment hereinbefore described shall be subject to all of the terms and conditions set forth in the Trust Agreement as fully as if said terms and conditions were set forth in this Supplemental Agreement, and the Trust Agreement shall be deemed to be supplemented so as to include the Trust Equipment hereinbefore described from and after the date hereof. Except as modified by this Supplemental Agreement, all terms, covenants and provisions of the Trust Agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

ATTEST:

*D. E. Middleton*  
Secretary

By

*John L. Cowan*  
Vice President - Finance

FIRST PENNSYLVANIA BANK N.A., as  
Trustee

ATTEST:

*Alfred L. Leland*  
Secretary

By

*A. P. Horne*  
ASSISTANT Vice President

R. J. Anderson  
Notary Public

COMMONWEALTH OF PENNSYLVANIA. )  
 ) ss.:  
COUNTY OF PHILADELPHIA )

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Notary Public